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Attorneys for Official Committee of Equity Security Holders

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SAN FERNANDO VALLEY DIVISION**

In re:

ICPW Liquidation Corporation, a California
corporation,¹

Debtor and Debtor in Possession.

Lead Case No.: 1:17-bk-12408-MB
Jointly administered with:
1:17-bk-12409-MB
Chapter 11 Cases

In re:

ICPW Liquidation Corporation, a Nevada
corporation,²

Debtor and Debtor in Possession.

**JOINT NOTICE REGARDING
ALLOWANCE AND PAYMENT OF
FILED CLAIM OF SKADDEN, ARPS,
SLATE, MEAGHER & FLOM LLP
PURSUANT TO ORDER GRANTING
DEBTORS' MOTION FOR AUTHORITY
TO PAY UNDISPUTED PRE-PETITION
CLAIMS OF SOLVENT ESTATE AND
ESTABLISHING PROTOCOL**

Affects:

- ☒ Both Debtors

☐ ICPW Liquidation Corporation, a California
corporation

☐ ICPW Liquidation Corporation, a Nevada
corporation.

¹ Formerly known as Ironclad Performance Wear Corporation, a California corporation.

² Formerly known as Ironclad Performance Wear Corporation, a Nevada corporation.

1 **PLEASE TAKE NOTICE** that ICPW Liquidation Corporation, a California
2 corporation, formerly known as Ironclad Performance Wear Corporation, a California
3 corporation (“ICPW California”), ICPW Liquidation Corporation, a Nevada corporation,
4 formerly known as Ironclad Performance Wear Corporation, a Nevada corporation (collectively,
5 the “Debtors”), and the Official Committee of Equity Holders (“OCEH”) have jointly agreed,
6 pursuant to that certain *Order Granting Debtors’ Motion For Authority To Pay Undisputed Pre-*
7 *Petition Claims Of Solvent Estate And Establishing Protocol* (the “Claim Payment Order”)
8 [Docket No. 345], to the amount, priority and payment of the general unsecured claim in the
9 amount of \$342,141.79 filed by Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden”)
10 against ICPW California, which is designated as Claim 21 on ICPW California’s claim register
11 (the “Allowed Filed Claim”). A true and correct copy of the Allowed Filed Claim is attached as
12 Exhibit 1 to this Notice. The Debtors, the OCEH and Skadden are collectively referred to herein
13 as the “Parties”.

14 **PLEASE TAKE FURTHER NOTICE** that pursuant to the Claim Payment Order, the
15 Allowed Filed Claim is hereby deemed allowed as a general unsecured claim against ICPW
16 California in the amount of \$342,141.79.³

17 **PLEASE TAKE FURTHER NOTICE** that pursuant to the Claim Payment Order, the
18 Debtors’ bankruptcy counsel, Levene, Neale, Bender, Yoo & Brill L.L.P., which is serving as the
19 Escrow Agent in these cases, and is holding the remaining net proceeds from the Debtors’ prior
20 asset sale in a segregated trust account (the “Trust Account”), is deemed authorized to pay, and
21 will pay, the Allowed Filed Claim without interest with the consent of Skadden as evidenced by
22 Skadden’s signature below to this Notice, out of the funds being maintained in the Trust
23 Account.

24
25 _____
26 ³ The Parties all agree that in addition to the Allowed Filed Claim, Skadden shall have an allowed post-
27 petition administrative claim against the Debtors’ estates in the fixed amount of \$107,858.21 related to
28 post-petition legal fees incurred by Skadden on behalf of the Debtors, which, subject to the approval of
the Court, shall be paid in full, and the Parties all agree to work in good faith to determine the optimal
manner in which to obtain a Court order authorizing the Debtors to pay this fixed amount of \$107,858.21
to Skadden.

1 Dated: December 28, 2017

2 Agreed:

3 ICPW LIQUIDATION CORPORATION, *et al.*

4
5 By: /s/ Ron Bender

6 RON BENDER

7 MONICA Y. KIM

8 KRIKOR J. MESHEFEJIAN

9 LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.

10 Attorneys for Debtors and Debtors in Possession

11 DENTONS US LLP

12 SAMUEL R. MAIZEL

13 TANIA M. MOYRON

14 By: TANIA M. MOYRON

15 Attorneys for the Official Committee of Equity Holders

16 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

17 By: 
18 VAN C. DURRER II, Partner

1 Dated: December 28, 2017

2 Agreed:

3 ICPW LIQUIDATION CORPORATION, *et al.*

4 By: _____

5 RON BENDER

6 MONICA Y. KIM

7 KRIKOR J. MESHEFEJIAN

8 LEVENE, NEALE, BENDER, YOO & BRILL

9 L.L.P.

10 Attorneys for Debtors and Debtors in
11 Possession

12 DENTONS US LLP

13 SAMUEL R. MAIZEL

14 TANIA M. MOYRON

15 By:  _____

16 Tania M. Moyron

17 Attorneys for the Official Committee of Equity
18 Holders

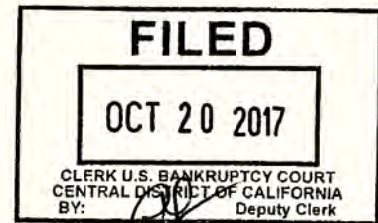
19 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

20 By: _____

21 VAN C. DURRER II, Partner

EXHIBIT "1"

Fill in this information to identify the case:	
Debtor 1	<u>Ironclad Performance Wear Corporation</u>
Debtor 2 (Spouse, if filing)	_____
United States Bankruptcy Court for the: <u>Central District of California</u>	
Case number	<u>1:17-bk-12408-MB</u>



Official Form 410

Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	<u>Skadden, Arps, Slate, Meagher & Flom LLP</u> Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent? <u>Skadden, Arps, Slate, Meagher & Flom LLP</u> Name <u>300 S Grand Ave, Suite 3400</u> Number Street <u>Los Angeles</u> <u>CA</u> <u>90071</u> City State ZIP Code Contact phone <u>213-687-5276</u> Contact email <u>matthew.sloan@skadden.com</u> Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	Where should payments to the creditor be sent? (if different) _____ Name _____ Number Street _____ City State ZIP Code Contact phone _____ Contact email _____
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? ☒ No
☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ 342,141.79 Does this amount include interest or other charges?
☒ No
☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.
See attached addendum

9. Is all or part of the claim secured? ☒ No
☐ Yes. The claim is secured by a lien on property.
Nature of property:
☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
☐ Motor vehicle
☐ Other. Describe: _____
Basis for perfection: _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____ %
☐ Fixed
☐ Variable

10. Is this claim based on a lease? ☒ No
☐ Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? ☒ No
☐ Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☒ No

☐ Yes. Check one:

- ☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
- ☐ Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).
- ☐ Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).
- ☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).
- ☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).
- ☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

Amount entitled to priority

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- ☒ I am the creditor.
- ☒ I am the creditor's attorney or authorized agent.
- ☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- ☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 10/18/2017

MM / DD / YYYY

Signature

Print the name of the person who is completing and signing this claim:

Name	Matthew	Sloan
	First name	Middle name Last name
Title	Partner	
Company	Skadden, Arps, Slate, Meagher & Flom LLP	
	Identify the corporate servicer as the company if the authorized agent is a servicer.	
Address	300 S Grand Ave, Suite 3400	
	Number Street	
	Los Angeles	CA 90071
	City	State ZIP Code
Contact phone	213-687-5276	Email matthew.sloan@skadden.com

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SAN FERNANDO DIVISION**

In re:

IRONCLAD PERFORMANCE WEAR CORPORATION,
a California corporation., et al.,¹

Debtors.

Chapter 11

Case No. 1:17-bk-12408-MB

JOINTLY ADMINISTERED WITH
CASE NO: 1:17-bk-12409-MB

**ATTACHMENT TO PROOF OF CLAIM OF
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
IN THE CHAPTER 11 CASE OF
IRONCLAD PERFORMANCE WEAR CORPORATION**

Background

1. Skadden, Arps, Slate, Meagher & Flom, LLP (the “Claimant”) hereby asserts claims (collectively, the “Claim”) against Ironclad Performance Wear Corporation (the “Debtor”), a debtor in the above-captioned case, as set forth in the official proof of claim form, this attachment, and any exhibit hereto (the “Proof of Claim”).

2. On September 8, 2017 (the “Petition Date”), the Debtor and its affiliate (collectively, the “Debtors”) filed voluntary petitions under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Central District of California (the “Bankruptcy Court”).

3. On September 14, 2017, the Bankruptcy Court entered an order (the “Bar Date Order”) [Docket No. 37] establishing certain dates (each individually, a “Bar Date”) by which

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include Ironclad Performance Wear Corporation (2694) and Ironclad Performance Wear Corporation (4104). The Debtors’ principal place of business is 1920 Hutton Court, Suite 300, Farmers Branch, TX 75234.

Supporting Documentation

8. The supporting documentation for the Claim includes the Engagement Letter, billed time, and disbursement detail. Such supporting documentation is voluminous and subject to the attorney-client privilege. Such supporting documentation is therefore not attached, and has been separately provided to the Debtors.

General Reservation of Rights

9. Claimant reserves the right to (a) amend, update, or supplement this Proof of Claim at any time, from time to time, and in any respect, including, but not limited to, (i) asserting any rights addressed herein, or (ii) asserting any indemnification, reimbursement, contribution, subrogation, or other claims or rights arising from or relating to the assertion by any third party of any claim or right against Claimant in connection with any of the Claims, or any obligations of the Debtors that Claimant may, following the date of submission of this Proof of Claim, be required to satisfy; (b) file additional proofs of claim; (c) file separate and/or additional requests for payment of administrative expenses in accordance with 11 U.S.C. § 503; and (d) submit an application for retention under Section 327 of the Bankruptcy Code for ongoing advice, representation, and services pursuant to the Engagement Letter or otherwise.

10. The filing of this Proof of Claim is not, and shall not be deemed or construed as: (a) a waiver or release of Claimant's rights against any person, entity or property; (b) a consent by Claimant to the jurisdiction of the Bankruptcy Court with respect to the subject matter of this Proof of Claim, any objection or other proceeding commenced with respect to the claims set forth herein or any other proceeding commenced in this case or otherwise involving Claimant; (c) a waiver of the right to move to withdraw the reference, or otherwise challenge the jurisdiction of the Bankruptcy Court, or to challenge any final judgments or adjudications of

and to:

Skadden, Arps, Slate, Meagher & Flom LLP
300 S Grand Ave, Suite 3400
Los Angeles, CA 90071
Attention: Van C. Durrer, II
Facsimile: (213) 687-5200
Email: van.durrer@skadden.com

Securities Matter

Service Period	Fees	Disbursements	Total
Through 9/8/17	\$327,081.50	\$15,060.29	\$342,141.79

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 10250 Constellation Boulevard, Suite 1700, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled **JOINT NOTICE REGARDING ALLOWANCE AND PAYMENT OF FILED CLAIM OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP PURSUANT TO ORDER GRANTING DEBTORS' MOTION FOR AUTHORITY TO PAY UNDISPUTED PRE-PETITION CLAIMS OF SOLVENT ESTATE AND ESTABLISHING PROTOCOL** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On **December 28, 2017**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Shiva D Beck sbeck@gardere.com, jcharrison@gardere.com
- Ron Bender rb@lnbyb.com
- Cathrine M Castaldi ccastaldi@brownrudnick.com
- Russell Clementson russell.clementson@usdoj.gov
- Aaron S Craig acraig@kslaw.com, lperry@kslaw.com
- Matthew A Gold courts@argopartners.net
- Monica Y Kim myk@lnbrb.com, myk@ecf.inforuptcy.com
- Jeffrey A Krieger jkrieger@ggfirm.com, kwoodson@greenbergglusker.com; calendar@greenbergglusker.com; jking@greenbergglusker.com
- Samuel R Maizel samuel.maizel@dentons.com, alicia.aguilar@dentons.com; docket.general.lit.LOS@dentons.com; tania.moyron@dentons.com; kathryn.howard@dentons.com
- Krikor J Meshefejian kjm@lnbrb.com
- Tania M Moyron tania.moyron@dentons.com, chris.omeara@dentons.com
- S Margaux Ross margaux.ross@usdoj.gov
- United States Trustee (SV) ustpreion16.wh.ecf@usdoj.gov
- Sharon Z. Weiss sharon.weiss@bryancave.com, raul.morales@bryancave.com

2. SERVED BY UNITED STATES MAIL: On **December 28, 2017**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Hon. Martin R. Barash
United States Bankruptcy Court
21041 Burbank Boulevard, Suite 342
Woodland Hills, CA 91367

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR

EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on **December 28, 2017**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

December 28, 2017

Date

Lourdes Cruz

Type Name

/s/ Lourdes Cruz

Signature